

**Bombay Stock Exchange Limited  
Corporate Relationship Department  
1st floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort  
Mumbai - 400 001**

**Sub: Outcome of 22<sup>nd</sup> Annual General Meeting & Disclosure of Voting Results as per  
Clause 35A of the Listing Agreement & Scrutinizer's Report**

Dear Sir/Madam,

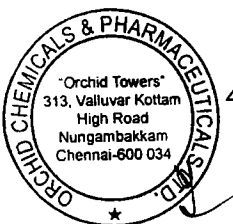
The 22nd Annual General Meeting (AGM) of the Company was held i.e. on 15 September, 2015 at Kamaraj Memorial Hall, TNCC Charitable Trust, New No : 492, Anna Salai, Teynampet West, Chennai – 600006.

The Board of Directors had appointed Mr. S Dhanapal of M/s Dhanapal Associates, Practising Company Secretaries (Membership No.FCS 6881) as the Scrutinizer to scrutinize the remote e-voting and voting by polling papers at the venue of AGM. Mr. S Dhanapal has carried out the scrutiny of the votes cast through the remote e-voting facility and the votes cast through polling paper at the AGM and has submitted Consolidated Scrutinizers Report dated 16th September, 2015.

The Results of the remote e-voting and votes cast through polling paper have been announced by Shri. K Raghavendra Rao Managing Director of the Company, based on the report submitted by Shri S. Dhanapal Sr.Partner, Practising Company Secretary, the Scrutinizer.

Further, pursuant clause 35A of the Listing Agreement – Please find below disclosure of Voting results of E-voting and poll at the AGM:

1. Date of AGM : *September 15, 2015*
2. Total no of shareholders on record date : *81567 Shareholders*
3. No. of Shareholders present in the Meeting either in person or through proxy :
  - Promoter and Promoter group : *10*
  - Public : *2063*
4. No. of shareholders attended the meeting through Video Conferencing – *Not Applicable.*





5. Details of the Agenda

*The mode of Voting for all resolution was through remote e-voting and through polling paper at the AGM.*

The Scrutinizer report dated September 16, 2015 submitted by the Scrutinizer, Mr. S. Dhanapal Sr.Partner, Practising Company Secretary, Chennai to the Company along with the declaration of the results signed by Shri. K Raghavendra Rao, Managing Director of the Company is enclosed. We hereby confirm that all the resolutions have been passed with requisite majority.

Kindly take the above on your records.

Thanking you,

Yours faithfully,

L Chandrasekar

Executive V P – Finance & Secretary



**DECLARATION OF THE VOTING RESULTS of 22<sup>nd</sup> ANNUAL GENERAL MEETING**

The shareholders of the Company have approved with requisite majority, the following Ordinary & Special resolutions:

1. Approval of the financial statements of the Company for the 18 months period ended 31<sup>st</sup> March, 2015, including the audited Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and the Auditors thereon.
2. Appointment of Director Shri S Krishnan (DIN : 00583985).
3. Appointment of auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the 24th Annual General Meeting of the Company and authorize the Board to fix their remuneration.
4. Appointment of Shri K N Venkatasubramanian as an Independent Director.
5. Appointment of Shri R Kannan as an Independent Director.
6. Appointment of Shri Nagaraj Garla as a Nominee Director of IDBI Bank Ltd.
7. Appointment of Smt Soundara Kumar as a Nominee Director of State Bank of India, Monitoring Institution of CDR package.
8. Approval of the revised terms and remuneration of the Managing Director - Special Resolution.
9. Ratification of the Remuneration of the Cost Auditor.
10. Changing the name of the Company to "Orchid Pharma Limited" - Special Resolution.

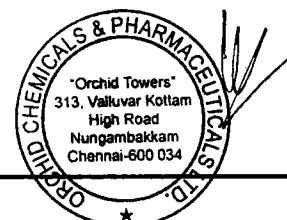
The Results of the remote e-voting and votes cast through polling paper dated September 16, 2015 submitted by Shri S. Dhanapal Sr.Partner, Practising Company Secretary, the Scrutinizer is set out below:-

**Resolution No. 1 - Adoption of the Audited Balance Sheet as at 31st March, 2015 and the Profit & Loss Statement, Cash Flow Statement for the year ended 31st March, 2015 together with the Reports of the Directors and Auditors thereon**

	No. of Shares	No. of Members
Total Votes Cast	44602711	131
Less: Invalid votes	785	3
Net Valid votes cast	44601926	128
Votes cast in favour	34599876	109
Votes Cast against	10002050	19

**% of total valid votes cast in favour of the resolution: 77.57**

**% of total valid votes cast against the resolution: 22.43**





**Resolution No. 2 – Reappointment of Mr. S.Krishnan (DIN 00583985) as Director**

	No. of Shares	No. of Members
Total Votes Cast	44600911	132
Less: Invalid votes	479	2
Net Valid votes cast	44600432	130
Votes cast in favour	34595782	107
Votes Cast against	10004650	23

**% of total valid votes cast in favour of the resolution: 77.57**

**% of total valid votes cast against the resolution: 22.43**

**Resolution No. 3 – Appointment of M/s. SNB Associates, Chartered Accountants, Chennai, as the Statutory Auditors of the Company**

	No. of Shares	No. of Members
Total Votes Cast	44602861	132
Less: Invalid votes	479	2
Net Valid votes cast	44602382	130
Votes cast in favour	34601027	111
Votes Cast against	10001355	19

**% of total valid votes cast in favour of the resolution: 77.57**

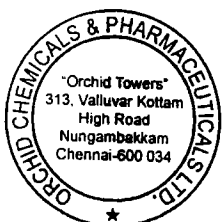
**% of total valid votes cast against the resolution: 22.43**

**Resolution No. 4 – Appointment of Shri. K.N. Venkatasubramanian (DIN 00007392) as Independent Director**

	No. of Shares	No. of Members
Total Votes Cast	44602811	132
Less: Invalid votes	479	2
Net Valid votes cast	44602332	130
Votes cast in favour	34599217	109
Votes Cast against	10003115	21

**% of total valid votes cast in favour of the resolution: 77.57**

**% of total valid votes cast against the resolution: 22.43**





**Resolution No. 5 - Appointment of Shri R Kannan (DIN 00227980) as Independent Director**

	No. of Shares	No. of Members
Total Votes Cast	44602761	131
Less: Invalid votes	479	2
Net Valid votes cast	44602382	129
Votes cast in favour	34591067	106
Votes Cast against	10011215	23

**% of total valid votes cast in favour of the resolution: 77.55**

**% of total valid votes cast against the resolution: 22.45**

**Resolution No. 6 - Appointment of Shri Nagaraj Garla (DIN 06983880) as Nominee Director of the Company**

	No. of Shares	No. of Members
Total Votes Cast	44601561	130
Less: Invalid votes	479	2
Net Valid votes cast	44601082	128
Votes cast in favour	44589426	119
Votes Cast against	11656	9

**% of total valid votes cast in favour of the resolution: 99.97**

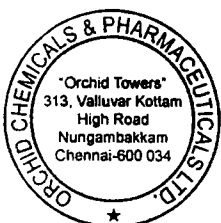
**% of total valid votes cast against the resolution: 0.03**

**Resolution No. 7 - Appointment of Smt. Soundara Kumar (DIN 01974515) as a Nominee Director of the Company**

	No. of Shares	No. of Members
Total Votes Cast	44602760	131
Less: Invalid votes	479	2
Net Valid votes cast	44602281	129
Votes cast in favour	44590021	119
Votes Cast against	12260	10

**% of total valid votes cast in favour of the resolution: 99.97**

**% of total valid votes cast against the resolution: 0.03**





**Resolution No. 8 – Approval sought for revised terms and Remuneration of Managing Director – Special Resolution.**

	No. of Shares	No. of Members
Total Votes Cast	44602511	129
Less: Invalid votes	479	2
Net Valid votes cast	44602032	127
Votes cast in favour	34583517	98
Votes Cast against	10018515	29

**% of total valid votes cast in favour of the resolution: 77.53**

**% of total valid votes cast against the resolution: 22.47**

**Resolution No. 9 – Ratification of remuneration of Cost Auditors**

	No. of Shares	No. of Members
Total Votes Cast	44602761	131
Less: Invalid votes	584	3
Net Valid votes cast	44602177	128
Votes cast in favour	34600077	108
Votes Cast against	10002100	20

**% of total valid votes cast in favour of the resolution: 77.57**

**% of total valid votes cast against the resolution: 22.43**

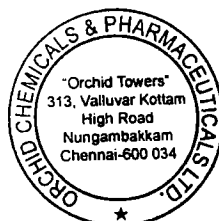
**Resolution No. 10 – To change the name of the company to “Orchid Pharma Limited” - Special Resolution.**

	No. of Shares	No. of Members
Total Votes Cast	44602861	132
Less: Invalid votes	479	2
Net Valid votes cast	44602382	130
Votes cast in favour	34601477	112
Votes Cast against	10000905	18

**% of total valid votes cast in favour of the resolution: 77.57**

**% of total valid votes cast against the resolution: 22.43**

Place : Chennai  
Date : September 16, 2015



  
K Raghavendra Rao  
Managing Director

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No. 96/104, Nungambakkam High Road  
(Next to NABARD & ICICI Bank)  
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Phone No. 044 - 4553 0256  
4553 0257 / 4265 2127  
E-mail: csdhanapal@gmail.com  
website: www.csdhanapal.com

# S Dhanapal & Associates

## Practising Company Secretaries

### Partners

S. Dhanapal, B.Com., B.A.B.L., F.C.S.  
N. Ramanathan, B.Com., F.C.S.  
Smita Chirimar, M.Com., F.C.S., DCG(ICSI)  
R. Pratheepa, B.C.S., A.C.S

### Report of Scrutinizer

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

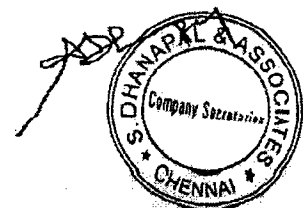
To,  
The Chairman  
22nd Annual General Meeting of the Equity Shareholders of  
M/s. Orchid Chemicals & Pharmaceuticals Limited  
Chennai

Dear Sir,

I, S. Dhanapal, Senior Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer by the Board of Directors of M/s. Orchid Chemicals & Pharmaceuticals Limited ("the Company") for the purpose of scrutinizing e-voting process (remote e-voting) and poll taken at the 22nd Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended, in respect of the below mentioned resolutions proposed at the 22nd Annual General meeting of the Equity Shareholders of M/s. Orchid Chemicals & Pharmaceuticals Limited, held on Tuesday, the 15<sup>th</sup> day of September, 2015 at 10.30 A.M. at Kamarajar Arangam, Anna Salai, Chennai -600 006, submit the combined results of voting by electronic means (remote e-voting) and poll as under.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using polling papers by the shareholders on the resolutions proposed in the Notice of the 22nd Annual General Meeting of the Company is the responsibility of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, through electronic means and by use of polling papers at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Services Limited (NSDL) and for voting by use of polling papers at the meeting.

The consolidated results of the voting are as under:



# S Dhanapal & Associates

Practising Company Secretaries

**Resolution No. 1 - Adoption of the Audited Balance Sheet as at 31st March, 2015 and the Profit & Loss Statement, Cash Flow Statement for the year ended 31<sup>st</sup> March, 2015 together with the Reports of the Directors and Auditors thereon**

	No. of Shares	No. of Members
Total Votes Cast	<b>44602711</b>	<b>131</b>
Less: Invalid votes	<b>785</b>	<b>3</b>
Net Valid votes cast	<b>44601926</b>	<b>128</b>
Votes cast in favour	<b>34599876</b>	<b>109</b>
Votes Cast against	<b>10002050</b>	<b>19</b>

**% of total valid votes cast in favour of the resolution: 77.57**

**% of total valid votes cast against the resolution: 22.43**

**Resolution No. 2 - Reappointment of Mr. S.Krishnan (DIN 00583985) as Director**

	No. of Shares	No. of Members
Total Votes Cast	<b>44600911</b>	<b>132</b>
Less: Invalid votes	<b>479</b>	<b>2</b>
Net Valid votes cast	<b>44600432</b>	<b>130</b>
Votes cast in favour	<b>34595782</b>	<b>107</b>
Votes Cast against	<b>10004650</b>	<b>23</b>

**% of total valid votes cast in favour of the resolution: 77.57**

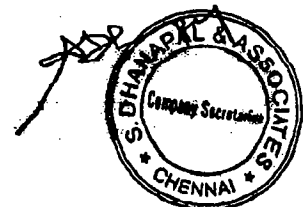
**% of total valid votes cast against the resolution: 22.43**

**Resolution No. 3 - Appointment of M/s. SNB Associates, Chartered Accountants, Chennai, as the Statutory Auditors of the Company**

	No. of Shares	No. of Members
Total Votes Cast	<b>44602861</b>	<b>132</b>
Less: Invalid votes	<b>479</b>	<b>2</b>
Net Valid votes cast	<b>44602382</b>	<b>130</b>
Votes cast in favour	<b>34601027</b>	<b>111</b>
Votes Cast against	<b>10001355</b>	<b>19</b>

**% of total valid votes cast in favour of the resolution: 77.57**

**% of total valid votes cast against the resolution: 22.43**





# S Dhanapal & Associates

Practising Company Secretaries

**Resolution No. 4 - Appointment of Shri. K.N. Venkatasubramanian (DIN 00007392) as Independent Director**

	No. of Shares	No. of Members
Total Votes Cast	<b>44602811</b>	<b>132</b>
Less: Invalid votes	<b>479</b>	<b>2</b>
Net Valid votes cast	<b>44602332</b>	<b>130</b>
Votes cast in favour	<b>34599217</b>	<b>109</b>
Votes Cast against	<b>10003115</b>	<b>21</b>

**% of total valid votes cast in favour of the resolution: 77.57**

**% of total valid votes cast against the resolution: 22.43**

**Resolution No. 5 - Appointment of Shri R Kannan (DIN 00227980) as Independent Director**

	No. of Shares	No. of Members
Total Votes Cast	<b>44602761</b>	<b>131</b>
Less: Invalid votes	<b>479</b>	<b>2</b>
Net Valid votes cast	<b>44602382</b>	<b>129</b>
Votes cast in favour	<b>34591167</b>	<b>106</b>
Votes Cast against	<b>10011215</b>	<b>23</b>

**% of total valid votes cast in favour of the resolution: 77.55**

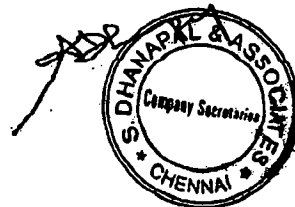
**% of total valid votes cast against the resolution: 22.45**

**Resolution No. 6 - Appointment of Shri Nagaraj Garla (DIN 06983880) as Nominee Director of the Company**

	No. of Shares	No. of Members
Total Votes Cast	<b>44601561</b>	<b>130</b>
Less: Invalid votes	<b>479</b>	<b>2</b>
Net Valid votes cast	<b>44601082</b>	<b>128</b>
Votes cast in favour	<b>44589426</b>	<b>119</b>
Votes Cast against	<b>11656</b>	<b>9</b>

**% of total valid votes cast in favour of the resolution: 99.97**

**% of total valid votes cast against the resolution: 0.03**



# S Dhanapal & Associates

Practising Company Secretaries

**Resolution No. 7 - Appointment of Smt. Soundara Kumar (DIN 01974515) as a Nominee Director of the Company**

	No. of Shares	No. of Members
Total Votes Cast	<b>44602760</b>	<b>131</b>
Less: Invalid votes	<b>479</b>	<b>2</b>
Net Valid votes cast	<b>44602281</b>	<b>129</b>
Votes cast in favour	<b>44590021</b>	<b>119</b>
Votes Cast against	<b>12260</b>	<b>10</b>

**% of total valid votes cast in favour of the resolution: 99.97**

**% of total valid votes cast against the resolution: 0.03**

**Resolution No. 8 - Approval sought for revised terms and Remuneration of Managing Director.**

	No. of Shares	No. of Members
Total Votes Cast	<b>44602511</b>	<b>129</b>
Less: Invalid votes	<b>479</b>	<b>2</b>
Net Valid votes cast	<b>44602032</b>	<b>127</b>
Votes cast in favour	<b>34583517</b>	<b>98</b>
Votes Cast against	<b>10018515</b>	<b>29</b>

**% of total valid votes cast in favour of the resolution: 77.53**

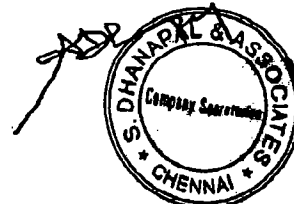
**% of total valid votes cast against the resolution: 22.47**

**Resolution No. 9 - Ratification of remuneration of Cost Auditors**

	No. of Shares	No. of Members
Total Votes Cast	<b>44602761</b>	<b>131</b>
Less: Invalid votes	<b>584</b>	<b>3</b>
Net Valid votes cast	<b>44602177</b>	<b>128</b>
Votes cast in favour	<b>34600077</b>	<b>108</b>
Votes Cast against	<b>10002100</b>	<b>20</b>

**% of total valid votes cast in favour of the resolution: 77.57**

**% of total valid votes cast against the resolution: 22.43**



# S Dhanapal & Associates

Practising Company Secretaries

**Resolution No. 10 - To change the name of the company to "Orchid Pharma Limited"**

	No. of Shares	No. of Members
Total Votes Cast	<b>44602861</b>	<b>132</b>
Less: Invalid votes	<b>479</b>	<b>2</b>
Net Valid votes cast	<b>44602382</b>	<b>130</b>
Votes cast in favour	<b>34601477</b>	<b>112</b>
Votes Cast against	<b>10000905</b>	<b>18</b>

**% of total valid votes cast in favour of the resolution: 77.57**

**% of total valid votes cast against the resolution: 22.43**

Thanking you,

Dated: 16.09.2015

Yours faithfully,  
For S Dhanapal & Associates  
(A firm of Practising Company Secretaries)

S. Dhanapal  
Sr. Partner  
Membership # F6881  
CP # 7028

